

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

BRISTOW GROUP INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-32713 (DRJ)

Jointly Administered

**DECLARATION OF JAMES DALOIA OF
PRIME CLERK LLC REGARDING SOLICITATION OF
VOTES AND TABULATION OF BALLOTS CAST ON THE
AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
BRISTOW GROUP INC. AND ITS DEBTOR AFFILIATES, AS MODIFIED**

I, James Daloia, declare, under the penalty of perjury:

1. I am a Director of Solicitation and Public Securities at Prime Clerk LLC (“Prime Clerk”) located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165. I am over the age of eighteen years and not party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Amended Joint Chapter 11 Plan of Reorganization of Bristow Group Inc. and its Debtor Affiliates, as Modified*, dated August 22, 2019 [Docket No. 589-1] (as amended, supplemented, or modified from time to time, the “Plan”).² Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Bristow Group Inc. (9819), BHNA Holdings Inc. (8862), Bristow Alaska Inc. (8121), Bristow Helicopters Inc. (8733); Bristow U.S. Leasing LLC (2451), Bristow U.S. LLC (2904), BriLog Leasing Ltd. (9764), and Bristow Equipment Leasing Ltd. (9303). The corporate headquarters and the mailing address of each of the Debtors listed above is 2103 City West Blvd., 4th Floor, Houston, Texas 77042.

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan or Disclosure Statement Order.

review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I am called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Prime Clerk's retention as the claims and noticing agent to the above-captioned debtors and debtors in possession (collectively, the "Debtors") pursuant to the *Order Authorizing Retention and Appointment of Prime Clerk LLC as Claims, Noticing, and Solicitation Agent*, dated May 14, 2019 [Docket No. 90] (the "Retention Order"). The Retention Order authorizes Prime Clerk to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. Pursuant to the *Order (I) Conditionally Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Plan, (III) Approving the Form of Various Ballots and Notices in Connection Therewith, (IV) Approving the Rights Offering Procedures, and (V) Approving the Scheduling of Certain Dates in Connection with Confirmation of the Plan*, dated August 23, 2019 [Docket No. 599] (the "Disclosure Statement Order"), the Court established procedures to solicit votes from and tabulate ballots submitted by holders entitled to vote on the Plan (the "Solicitation Procedures"). Prime Clerk adhered to the Solicitation Procedures outlined in the Disclosure Statement Order and the ballots, which were distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk's employees.

5. The Debtors established August 21, 2019 as the record date (the "Voting Record Date") for determining which holders were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (together, the "Voting Classes"):

Plan Class	Class Description
3	2019 Term Loan Facility
4	Secured Notes Claims
6	PK Air Credit Facility Claims and MAG Lease Obligation Claims
8	Unsecured Notes Claims
12	General Unsecured Claims

No other classes under the Plan were entitled to vote on the Plan.³

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors and their advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. In addition, Prime Clerk coordinated the distribution of solicitation materials to holders of public securities in the Voting Classes in accordance with procedures commonly used to serve solicitation materials on holders of public securities. A detailed description of Prime Clerk's distribution of solicitation materials is set forth in Prime Clerk's *Affidavit of Service of Solicitation Materials*, which was filed with this Court on September 10, 2019 [Docket No. 634] (the "Affidavit of Service").

7. Further, in accordance with the Solicitation Procedures, Prime Clerk reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk's voting database, and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed

³ I understand that the Debtors intend to file a further modified Plan, which shall provide for the impairment of the Class 7 Macquarie Term Loan Credit Facility Claims and will entitle the holder(s) of those Class 7 Claims to vote on the Plan. Prime Clerk did not solicit votes from holders of Class 7 Claims and, accordingly, votes by holder(s) of Class 7 Claims are not included in the term "Voting Class" as used in this Declaration. I have been informed by the Debtors that they have separately reached an agreement with the holders in Class 7 that will address their vote on the Plan.

by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation Procedures, and (d) received by Prime Clerk by 4:00 p.m. (prevailing Central Time) on September 23, 2019 (the "Voting Deadline").

8. All valid ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.⁴

9. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**.

10. A report of all ballots excluded from the final tabulation prepared by Prime Clerk, and the reasons for exclusion of such ballots, is attached hereto as **Exhibit B**.⁵

Service of Opt-Out Forms to Holders of Existing Interests⁶

11. Furthermore, as described in detail in the Affidavit of Service, on August 29, 2019, Prime Clerk served copies of the *Non-Voting Status Notice with Respect to Impaired Classes Presumed to Reject the Amended Joint Chapter 11 Plan of Reorganization of Bristow Group Inc. and its Affiliated Debtors, as Modified* (the "Opt-Out Form") via overnight service on the banks, brokers, dealer agents, and other nominees holding the Class 15 Existing Interests "in street name" on behalf of the underlying beneficial holders of those Existing Interests (collectively, with their agents, the "Equity Nominees") as of the Voting Record Date as identified in the securities position report provided to Prime Clerk by the Depository Trust

⁴ Pursuant to the *Amended Stipulation and Agreed Order Regarding Voting of Claim No. 221 Asserted by Helicopter Support, Inc. d/b/a Sikorsky Commercial, Inc., Opt Out of Third-Party Plan Releases and Reservation of Rights*, dated September 26, 2019 [Docket No. 720], the Debtors directed Prime Clerk to include a vote by Helicopter Support, Inc. d/b/a Sikorsky Commercial, Inc. in the amount of \$29,245,862.00 in Class 12 to accept the Plan against Bristow U.S. LLC in the final voting results.

⁵ At the request of Airbus Helicopters S.A.S. and as directed by the Debtors, Prime Clerk excluded the Class 12 vote of Airbus Helicopters S.A.S. to reject the Plan of Bristow Group Inc. in the amount of \$1.00 from the final voting results.

⁶ For the avoidance of doubt, this section relates only to the Opt-Out Forms provided to holders of Existing Interests and does not pertain to any Opt-Out elections returned on voting ballots.

Company (“DTC”). Prime Clerk provided the Equity Nominees with instructions (and additional copies where requested) of the Opt-Out Form for distribution immediately to the beneficial holders of the Existing Interests as of the Voting Record Date. On August 29, 2019, Prime Clerk also served the Opt-Out Form directly to DTC via e-mail and overnight service with instructions for DTC to post the Opt-Out Form on its Legal Notice System (LENS) electronic platform (and to otherwise announce this event to the DTC-participating nominees as appropriate). In addition, on August 29, 2019, Prime Clerk served the major international securities depositories, including, but not limited to Euroclear and Clearstream, with the Opt-Out Form via e-mail along with instructions to forward it immediately to beneficial holders of the Existing Interests. Lastly, Prime Clerk served the Opt-Out Form via USPS first-class mail to the holders of the Existing Interests who held such Existing Interests as of the Voting Record Date directly on the books and records of the Debtors’ transfer agent.

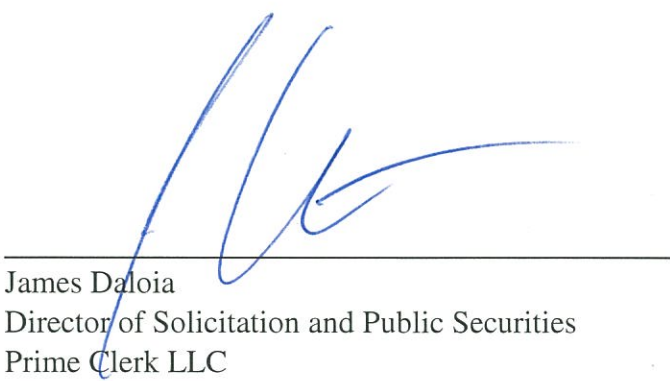
12. I believe the process that Prime Clerk followed to identify the relevant parties on whom to serve the Opt-Out Form and to distribute the Opt-Out Form is consistent with the industry standard for the identification and dissemination of such materials on holders of public securities. This process is specialized because beneficial holder information is held on a confidential basis by nominees, which precludes a solicitation agent from directly disseminating information and reaching out to beneficial holders. Accordingly, Prime Clerk was able to obtain only information regarding the Equity Nominees that hold in record name on behalf of beneficial holders, and concomitantly to distribute materials to such Equity Nominees for forwarding on to their underlying beneficial holder clients. The process used to distribute the Opt-Out Form to Existing Interests mirrors the process used to solicit votes on the Plan from the holders of Class 4 Senior Notes Claims and Class 8 Unsecured Notes Claims.

13. The Opt-Out Form stated that the deadline to return the Opt-Out Form was September 18, 2019 and included instructions for the return the form by mail to Prime Clerk. Upon

receiving a returned Opt-Out Form, Prime Clerk recorded the date of receipt and the name of the individual or entity listed thereon. Based on Prime Clerk's records, Prime Clerk received approximately 498 completed Opt-Out Forms as of the deadline set forth in the Opt-Out Form. Prime Clerk has not reviewed such returned Opt-Out Forms other than to record the relevant information. Prime Clerk does not make any determination as to whether any such Opt-Out Form constitutes a valid opt out for purposes of the Plan. Prime Clerk holds each returned Opt-Out Form for record-keeping purposes for a period of one (1) year following the Effective Date, or as otherwise instructed.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission, and final tabulation of ballots in connection with the Plan is true and correct.

Dated: September 30, 2019



James Daloia
Director of Solicitation and Public Securities
Prime Clerk LLC